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FILED
Jun 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 832307 (3)
1. Corporation Name
NATIONSCREDIT CONSUMER CORPORATION

Principal Place of Business: 1105 HAMILTON STREET ALLENTOWN, PA. 18101 U.S.
Mailing Address: 1105 HAMILTON STREET ALLENTOWN, PA. 18101 U.S.

2. Principal Place of Business: 21 225 E JOHN CARPENTER Suite Apt # etc: FREEWAY
22 SUITE 1000 City & State: IRVING, TX Zip: 75062 Country: U.S.
2a. Mailing Address: 26 CANTERBURY GREEN Suite Apt # etc: 201 BROAD STREET City & State: STAMFORD CT Zip: 06901 Country: U.S.

3. Date Incorporated or Qualified: 04/26/1974
3a. Date of Last Report: 05/01/1996
4. FEI Number: 58-0538405
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for mandatorily tax under 139.032 Florida Statutes: No Yes

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324

10. Name and Address of New Registered Agent: 81 Name: 82 Street Address (P.O. Box Numbers Not Allowed): 200002222202 83 City: 06/25/97-01805-006 FL 85 Zip Code: ***550.00

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as a registered agent. I am familiar with, and accept the obligations of, Section 607.0505 Florida Statutes.

SIGNATURE: _____

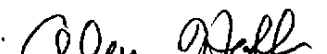
12. OFFICERS AND DIRECTORS

TITLE: P	NAME: CRAFT, DENNIS L	STREET ADDRESS: 4520 ALEXANDRA DRIVE COLLEGEVILLE, TX	<input checked="" type="checkbox"/> DELETE
TITLE: V	NAME: BALASCKI, PAUL D	STREET ADDRESS: 4410 SPRUCE STREET WHITEHALL PA	<input checked="" type="checkbox"/> DELETE
TITLE: AV	NAME: BODNAR, STEPHEN A	STREET ADDRESS: 930 N MUHLENBERG STREET ALLENTOWN PA	<input checked="" type="checkbox"/> DELETE
TITLE: VT	NAME: ANGELILLI, LAWRENCE	STREET ADDRESS: 2078 DENNIS LANE FOGELSVILLE, PA	<input type="checkbox"/> DELETE
TITLE: SVS	NAME: PAGAN, CARMEN V	STREET ADDRESS: 2243 OAKWOOD CT FOGELSVILLE PA	<input checked="" type="checkbox"/> DELETE
TITLE: AS	NAME: LUTZ, LISA A	STREET ADDRESS: 343 LUELLA DR KUTZTOWN PA	<input checked="" type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS

11 TITLE: P/D	12 NAME: SESSOMS, BOBBY D	13 STREET ADDRESS: LAKE SHORE APTS., APT. 6012 IRVING, TX 75039	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Add
21 TITLE: V	22 NAME: HOFF, ALAN M	23 STREET ADDRESS: 20 SPLIT LEVEL ROAD RIDGEFIELD CT 06877	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Add
31 TITLE: EVP/D	32 NAME: CUTRONA, JOSEPH P	33 STREET ADDRESS: 2612 SHADOW RIDGE DRIVE ARLINGTON, TX 76006	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Add
41 TITLE: VIT	42 NAME: ANGELILLI, LAWRENCE	43 STREET ADDRESS: 4504 STAN HOPE AVE DALLAS, TX 75205	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Add
51 TITLE: SVP	52 NAME: STOCKTON, JOHN B.	53 STREET ADDRESS: 5 INDIAN TRAIL HARRISON, NY 10528	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Add
61 TITLE: AS	62 NAME: KIRK, PAMELLA	63 STREET ADDRESS: 1603 SOUTH ADAMS STREET FORT WORTH TX 76104	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Add

14. I declare under penalty of the information supplied with this filing does not qualify for the exemption stated in Section 139.032 of Florida Statutes. I certify that the information contained on this annual report or supplier of this annual report is true and accurate and that my signature shall have the same force and effect as if the signatory had personally appeared in person at the office of the corporation or the recorder of the state empowered to execute this report as required by Chapter 607 of the Florida Statutes. My address appears in Block 11 or Block 13. Changes or other attachments with an address.

SIGNATURE:  ALAN M HOFF 6/16/97 (203)352-4083